

HASSELL GERALD L
Form 4
March 10, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSELL GERALD L

2. Issuer Name and Ticker or Trading Symbol
Bank of New York Mellon CORP [BK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE WALL STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President

NEW YORK, NY 10286

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/09/2009		A ⁽¹⁾	92,302 ⁽¹⁾ A \$ 18.02	201,926.0716	D	
Common Stock					47,755.0488	I	By 401(k) Plan
Common Stock					56,604	I	By Wife
Common Stock					82,413 ⁽²⁾	I	By GRAT 2007
Common Stock					180,000	I	By GRAT 2008-1
					125,000 ⁽³⁾	I	

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Common Stock				By GRAT 2008-2
Common Stock	100,000 ⁽⁴⁾	I		By GRAT 2009
Common Stock	14,269	I		By Family Trust
Common Stock	14,269	I		By Second Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
EMP OPT-Right to Buy-Type NQ 3/9/09	\$ 18.02	03/09/2009		A ⁽⁵⁾	329,593	03/09/2010 ⁽⁵⁾	03/08/2019	Common Stock	32

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSELL GERALD L ONE WALL STREET NEW YORK, NY 10286	X		President	

Signatures

/s/ Arlie R. Nogay,
Attorney-in-Fact

03/10/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Award of Restricted Stock pursuant to The Bank of New York Mellon Corporation Long-Term Incentive Plan. The Company may reduce, delay vesting, revoke, cancel, claw back or impose different terms and conditions, and/or pay the award in an alternate form for

- (1) any individual who is one of its senior executive officers or most highly compensated employees under the American Recovery and Reinvestment Act of 2009 ("ARRA") if the Company deems it necessary or advisable to do so in order to comply with the Emergency Economic Stabilization Act of 2008 ("EESA") or other applicable law or regulation. Cliff vests on March 9, 2012.
 - (2) On October 2, 2008, Reporting Person received a distribution of 106,267 shares from GRAT 2007 which are now included in his direct beneficial ownership holdings.
 - (3) These shares, which were previously reported as directly beneficially owned, were contributed to a grantor retained annuity trust on July 30, 2008.
 - (4) These shares, which were previously reported as directly beneficially owned, were contributed to a grantor retained annuity trust on February 23, 2009.
- Option grant which becomes exercisable in annual installments of one-fourth each beginning on date indicated. The Company may reduce, delay vesting, revoke, cancel, claw back or impose different terms and conditions, and/or pay the award in an alternate form for
- (5) any individual who is one of its senior executive officers or most highly compensated employees under ARRA if the Company deems it necessary or advisable to do so in order to comply with EESA or other applicable law or regulation.
 - (6) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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